

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

13455	59				
OMB APPRO					
OMB Number:	3235-0076				
Expires:					
Estimated average burden					
hours per response16.00					

SEC USE ONLY						
Prefix	Serial					
DATE RECEIVED						
1						

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: Amendment	☐ nroe
A. BASIC IDENTIFICATION DATA	- I A PAR GAIL LA CA CALLE LA
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	07084845
Mechanology, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 64 Water Street, Attleboro, Massachusetts 02703	Telephone Number (Including Area Code) (508) 223-1920
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Research and development for positive displacement devices and energy systems.	
Type of Business Organization corporation	please specify):
Month Year Actual or Estimated Date of Incorporation or Organization: O 1 O 1 Actual Estim Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	mated 3 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A. BASIC ID	ENTIFICATION DATA	*** * J	
2. Enter the information re					
		suer has been organized w			
 Each beneficial own 	ner having the pow	er to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
Each executive off	icer and director o	f corporate issuers and of	corporate general and mar	naging partners of	partnership issuers; and
• Each general and n	nanaging partner o	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	/ Director	General and/or
					Managing Partner
Full Name (Last name first, i	f individual)				
Ingersoll, Eric			<u>.</u>		
Business or Residence Addre c/o Mechanology, Inc. 64	ss (Number and Water Street, A	Street, City, State, Zip Co Attleboro, Massachuse	ode) tts 02703		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	/ Director	General and/or Managing Partner
Full Name (Last name first, in Chomyszak, Stephen M.	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
c/o Mechanology, Inc. 64	Water Street, Al	ttleboro, Massachuset	ts 02703		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Z Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Wright, Donald S.	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
c/o Mechanology, Inc. 64	Water Street, A	ttleboro, Massachuset	ts 02703		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)			<u></u>	
Kenneth Colburn					
Business or Residence Addre					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Z Director	General and/or Managing Partner
Full Name (Last name first, i David Marcus	f individual)				
Business or Residence Addre					
c/o Mechanology, Inc. 64	Water Street, A	Attleboro, Massachuse	tts 02703		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Spindrift Investors (Berm					
Business or Residence Addre	ss (Number and anagement Con	Street, City, State, Zip Copany, 75 State Street	ode) , Boston, Massachuse	tts 02109	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Spindrift Partners, L.P.	f individual)				
Business or Residence Addre c/o Wellington Capital Ma	inagement Com		Boston, Massachuset		
	(Use bla	nk sheet, or copy and use	additional copies of this:	sheet, as necessary	y)

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or mo 	re of a class of equity securities of the issuer
 Each executive officer and director of corporate issuers and of corporate general and managing partner 	rs of partnership issuers; and
 Each general and managing partner of partnership issuers. 	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Mechanology, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) 64 Water Street, Attleboro, Massachusetts 02703	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	tor General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	tor General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet or conv and use additional conies of this sheet, as neces	ssary)

Γ		· · · · · · · · · · · · · · · · · · ·			В. І	NFORMAT	ION ABOU	T OFFERI	NG	·	*, 1		- 3.
						<u> </u>						Yes	No
1.	Has the	issuer sol	d, or does t										図
						n Appendix						. 10.0	00.00
2.	What is	the minin	num investr	nent that v	vill be acce	pted from	any individ	lual?				\$Yes	No
			permit join										K.
	commis If a pers or states	sion or sim on to be lis s, list the n	tion reques pilar remune sted is an as ame of the b , you may s	eration for s sociated pe proker or de	solicitation erson or age ealer. If me	of purchasent of a brol ore than five	ers in conno cer or deale e (5) persoi	ection with r registered ns to be list	sales of sec I with the S ed are asso	urities in tl EC and/or	ne offering. with a state	.	
			first, if ind				JIOROI OI		•				
Buci	ness or	Residence	Address (N	Jumber and	d Street. C	ity, State. 2	Zip Code)	<u></u> ,		<u>.</u>	 -		
						.,,, -							
Nam	c of Ass	ociated B	roker or De	aler	-	. —							
State	s in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	·	-		- _		
((Check	"All State:	s" or check	individual	States)	•4	*****************		***************************************			☐ Al	l States
]	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KŸ NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Full	Name (I	Last name	first, if ind	ividual)		-	.		·-			<u></u>	
Busin	ness or	Residence	: Address (1	Number an	d Street, C	City, State,	Zip Code)	<u> </u>	. <u>.</u>				
Nam	c of Ass	sociated B	roker or De	aler	<u> </u>		· · · · · · · · · · · · · · · · · · ·	<u> </u>					
			Listed Has						·				1.0.
((Check	"All State:	s" or check	individual	States)	***************************************			****************	***************		□ AI	1 States
[AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Full	Name (I	Last name	first, if ind	ividual)						······································			
Busir	ness or	Residence	Address (?	Number an	d Street, C	City, State,	Zip Code)				 -		
Name	e of Ass	ociated Br	oker or De	aler	 ;	- 		<u> </u>					
State	s in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						···
			or check									☐ A1	ll States
[AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	0.00	s 0.00
	Equity	0.00	\$ 0.00
	Equity		
	Convertible Securities (including warrants)	5,000,000.00	2,000,000.00 \$
	Partnership Interests	0.00	\$ 0.00
	Other (Specify)	0.00	\$ 0.00
	Total	5,000,000.00	\$ 2,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		*
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases \$ 2,000,000.00
	Accredited Investors		\$ 0.00
	Non-accredited Investors		\$_0.00
	Total (for filings under Rule 504 only)		2
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of Security	Dollar Amount Sold
	Type of Offering	Security	e Solu
	Rule 505		3
	Regulation A		3
	Rule 504		\$ 0.00
	Total		3_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		0.00
	Transfer Agent's Fees		\$_0.00
	Printing and Engraving Costs		\$_0.00
	Legal Fees		\$_20,000.00
	Accounting Fees		\$_5,000.00
	Engineering Fees		\$_0.00
	Sales Commissions (specify finders' fees separately)		\$_0.00
	Other Expenses (identify)		\$_0.00
	Total		\$ 25,000.00

	C. OFFERING PRICE, NU	UMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	and total expenses furnished in response to Part C	ffering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross		\$4,975,000.00
;.	each of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and all of the payments listed must equal the adjusted gross Part C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[. 🗆 s
	Purchase of real estate	[. 🗆 \$
	Purchase, rental or leasing and installation of r	machinery	¬ \$	□\$
		facilities		
	Acquisition of other businesses (including the offering that may be used in exchange for the a	value of securities involved in this		
				_
		[. 🗆 \$
	Column Totals		Z] \$_0.00	4 ,975,000.0
	Total Payments Listed (column totals added)		⊘ \$ <u>4</u> ,	975,000.00
		D. FEDERAL SIGNATURE		· ·
ig	nature constitutes an undertaking by the issuer to	the undersigned duly authorized person. If this notice furnish to the U.S. Securities and Exchange Commis accredited investor pursuant to paragraph (b)(2) of F	sion, upon writte	
SS	uer (Print or Type)	Signature	Date	
Мє	echanology, Inc.	Donald & Whight	November 20, 2	007
Va	me of Signer (Print or Type)	Title of Signer (Print or Type)		
	nald S. Wright	Secretary		

- ATTENTION -

	E. STATE SIGNATURE	:	\$ 48 J
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Mechanology, Inc.	Signature & Wright	Date November 20, 2007
Name (Print or Type)	Title (Print or Type)	
Donald S. Wright	Secretary	

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

· ·		,″ e* .	Mary Mary Control	A)	PENDIX				9*1.1 ×
1	Intend to non-a investor	2 If to sell accredited in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
ΑZ									
AR									
CA									
со									
СТ									
DE									
DC									
FL									
GA					,				
ні									
ID									
IL									
IN							<u></u>		
IA							, <u>-</u> -,		
KS									
KY									
LA									
ME									
MD									
MA		X	Warrants	1	\$429,890.00	0	\$0.00		X
MI									
MN									
MS									

(j.) (j.) (j.) APPENDIX 5 3 2 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell explanation of Type of investor and to non-accredited offering price waiver granted) amount purchased in State investors in State offered in state (Part E-Item 1) (Part C-Item 2) (Part C-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors Amount Investors Amount Yes No State MO MT NE NVNH NJ NM NY NC ND OH OK OR PA RI SCSD TN TX UT VT VA WA wv WI

`5				APP	ENDIX					
1	1 2 3 Type of security and aggregate to non-accredited offering price			4				5 Disqualification under State ULOE (if yes, attach explanation of		
	investor	s in State S-Item 1)	offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										

